

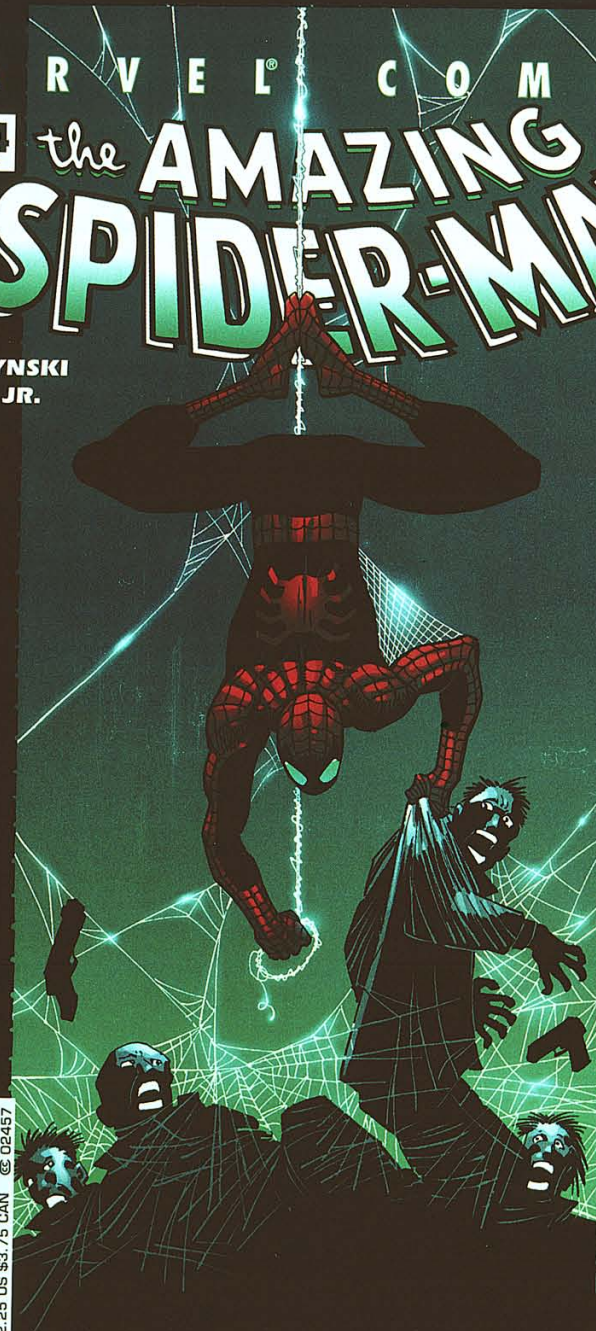
MARVEL COMICS

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PG 44
485



the AMAZING SPIDER-MAN

STRACZYNSKI
ROMITA JR.
HANNA



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\$2.25 US \$3.75 CAN @ 02457

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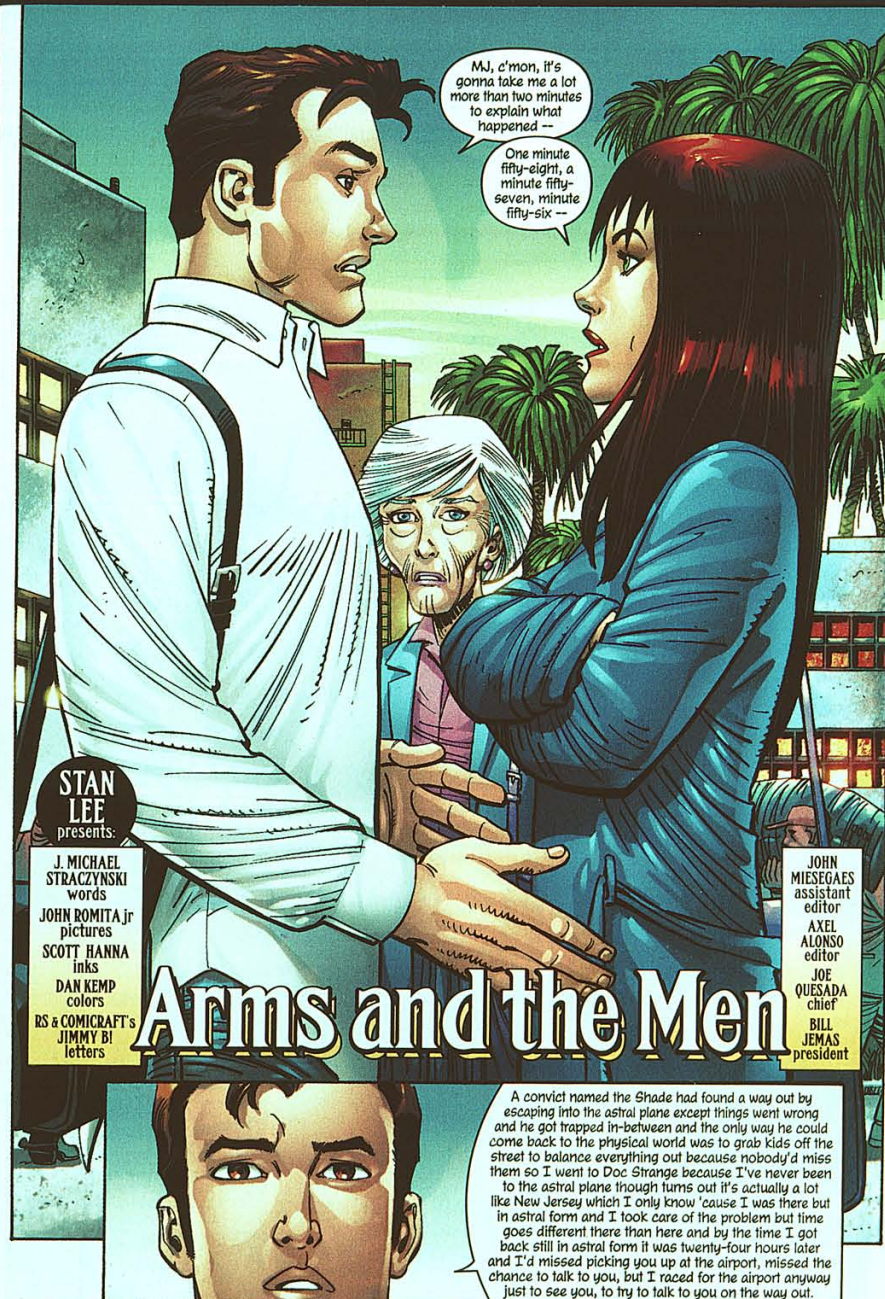
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**PUTS
HAIR
ON YOUR
TONGUE**



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MJ, c'mon, it's gonna take me a lot more than two minutes to explain what happened --

One minute fifty-eight, a minute fifty-seven, minute fifty-six --

STAN LEE
presents:

J. MICHAEL
STRACZYNSKI
words
JOHN ROMITA Jr.
pictures
SCOTT HANNA
inks
DAN KEMP
colors
RS & COMICRAFT'S
JIMMY BI
letters

JOHN
MIESEGAES
assistant
editor
AXEL
ALONSO
editor
JOE
QUESADA
chief
BILL
JEMAS
president

Arms and the Men

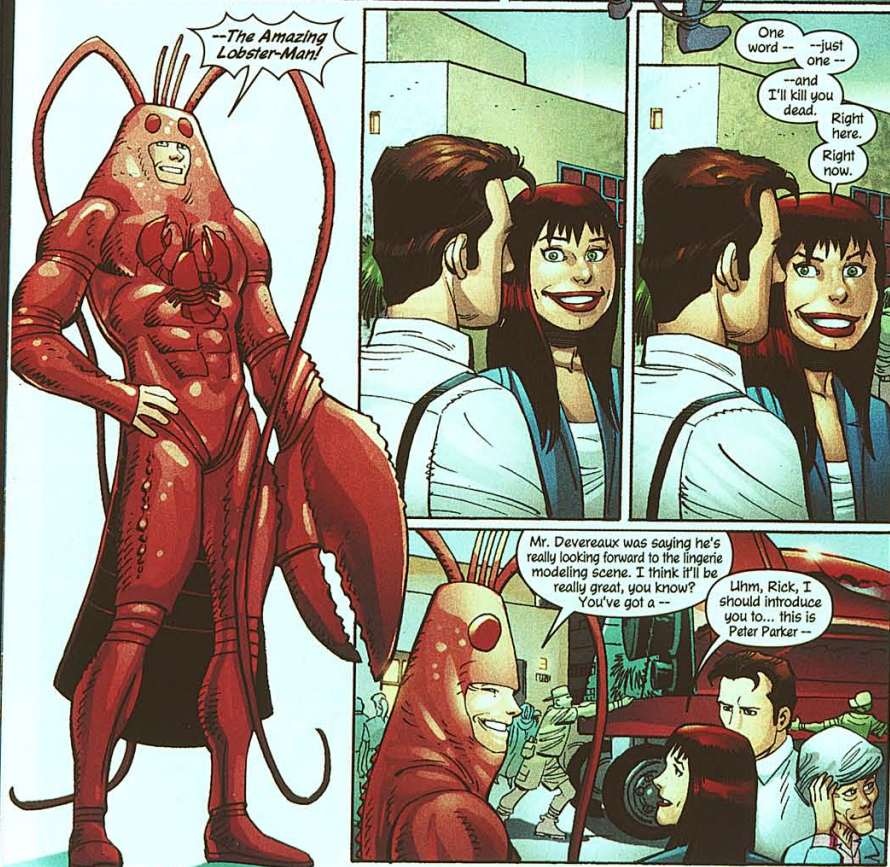
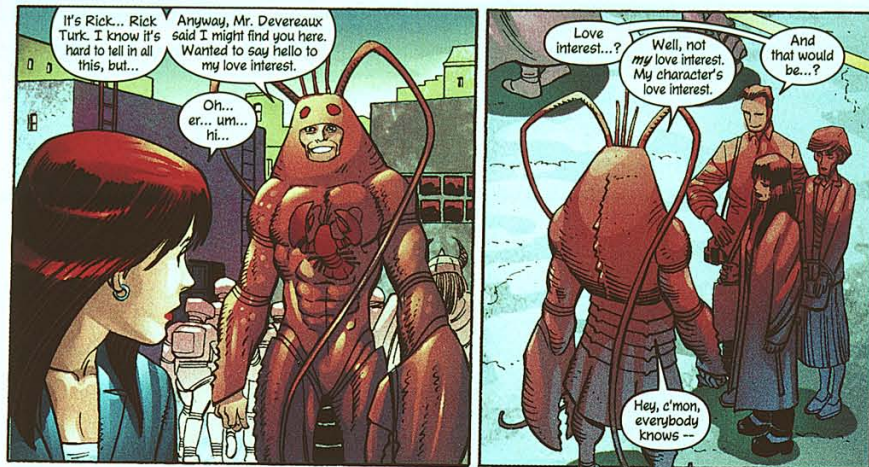


A convict named the Shade had found a way out by escaping into the astral plane except things went wrong and he got trapped in-between and the only way he could come back to the physical world was to grab kids off the street to balance everything out because nobody'd miss them so I went to Doc Strange because I've never been to the astral plane though turns out it's actually a lot like New Jersey which I only know 'cause I was there but in astral form and I took care of the problem but time goes different there than here and by the time I got back still in astral form it was twenty-four hours later and I'd missed picking you up at the airport, missed the chance to talk to you, but I raced for the airport anyway just to see you, to try to talk to you on the way out.

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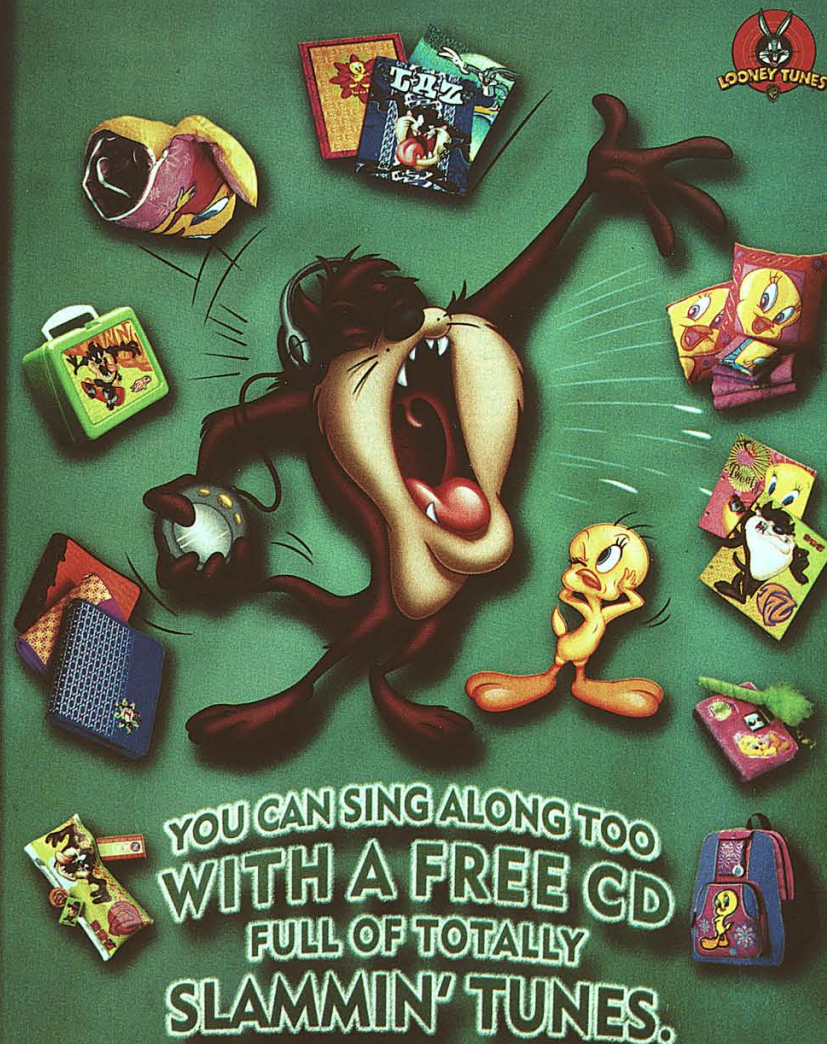
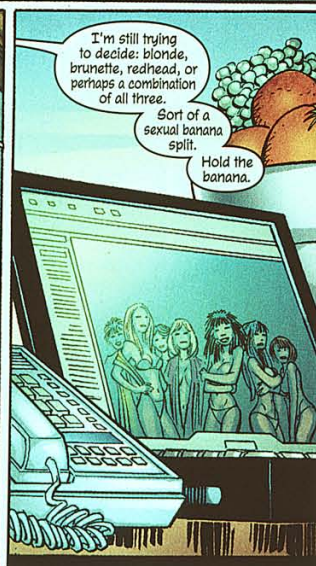


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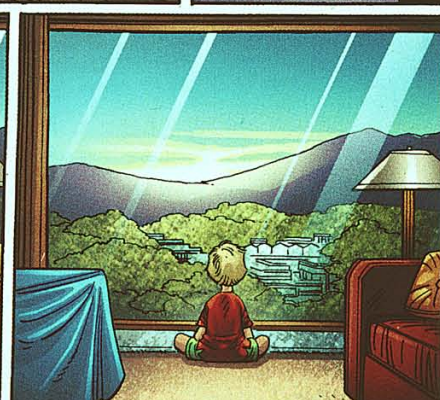
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Ask your parents if you can visit LooneyTunes.com for details. With cool Looney Tunes back-to-school gear, maybe school will be fun for a change. Yeah, right.







Take.
That. Off.



Sigh... you're the *last* person in the world I wanted to hear utter those words while I was in the bedroom.



But you'll do.



I was reading a book on this hotel and they say this floor is supposed to be haunted --

--snort!--
Gimme a break. That's just to bring in the tourists and the ghost-nuts. Nothing that weird goes on in real life --



This! It doesn't belong to you!

Lip yours, old man!



Aaaagghh!!

Maybe we should try another hotel...

Yeah, maybe...



Die!



Ungh!



You should have died quietly when you had the chance, old man.

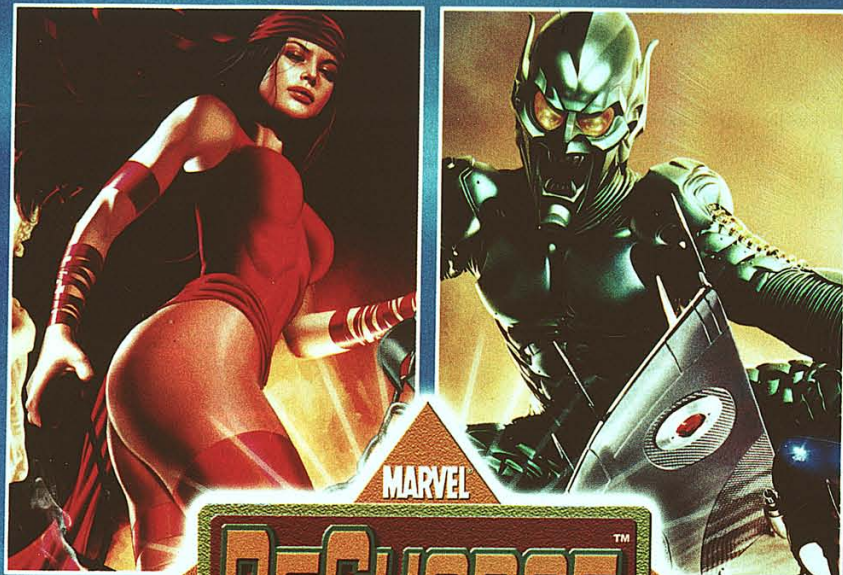


Because either way, you're a dead man.

You may be fast --

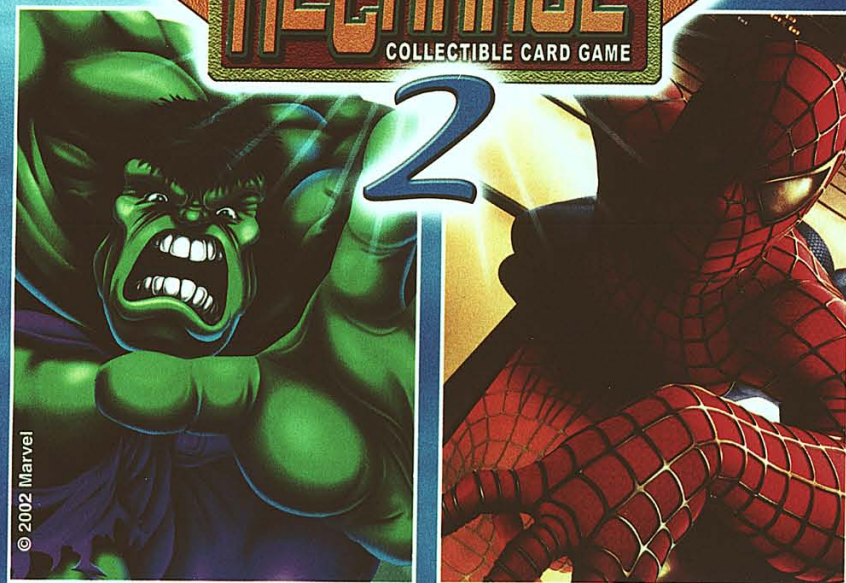


--but I've been doing this for years.



MARVEL **RECHARGE** COLLECTIBLE CARD GAME

2



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SPECIALS AND MOVIE IMAGES FROM **SPIDER-MAN™** SPICE UP GAMEPLAY



All-new Starter Decks contain everything that two players need to play a game. Starter Decks A and B each include 25 cards that are unique to that deck.



With 62 all-new unique and powerful cards, Booster Packs let you customize your deck to play to your strengths. One out of every two Boosters includes a full-foil Power Plus Card.* (Look out for the mysterious Card #88 from the Inaugural Edition!)

Spider-Man, the movie. © 2002 Columbia Pictures Industries, Inc. All rights reserved.



Showcasing official Spider-Man movie images, Marvel ReCharge Series 2 may be easy on the eyes, but it's much tougher on gameplay.

Still easy to learn, but hard to master, this first Expansion Set boasts 250 all-new cards (including 100 full-foil cards) that spice up the basic game mechanic with Specials galore and lots of new powers.

New Specials include:

- Power Absorption
- Chaos Engine
- Anti-Team
- and more!

Fully compatible with Inaugural Edition rules.



*Odds of finding full-foil Power Plus Cards are approximately 1:2 packs. No guaranteed number of limited editions per display box.



SECOND EDITION IN STORES NOW

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Uh-h!



So as the kids say... bring it on.

"I always say just do the best you can and let the rest take care of itself, you know?"



I figure that's my motivation as Lobster-Man, just do the best I can to help the world. I mean, the guy's a super hero, it doesn't need to go much deeper than that.

Sure it does.



I mean, what kind of thing drives someone to fight crime? It could be... and I'm just coming up with this off the top of my head... guilt over the death of a loved one, where you could've done something about it but didn't. I --



You know, I could erase those freckles for you if you want.

You touch those freckles and I'll erase your face.

Okay, I'm sensing hostility here...



Anyway, I think that's where someone like Spi -- that is, Lobster-Man's love interest could be, I don't know, *useful*. She could help him get over the mistakes of his past, make him understand that he doesn't have to be perfect.

She could be *important* to him --

Shyeah, right...



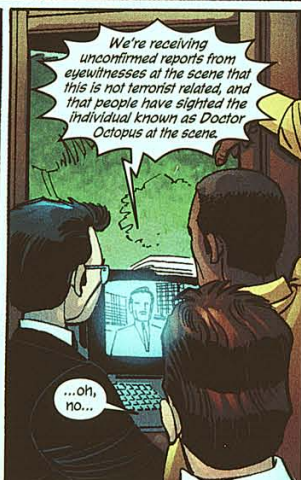
C'mon... what kind of woman would hook up with a guy like that, knowing that he could never put her first in his life?

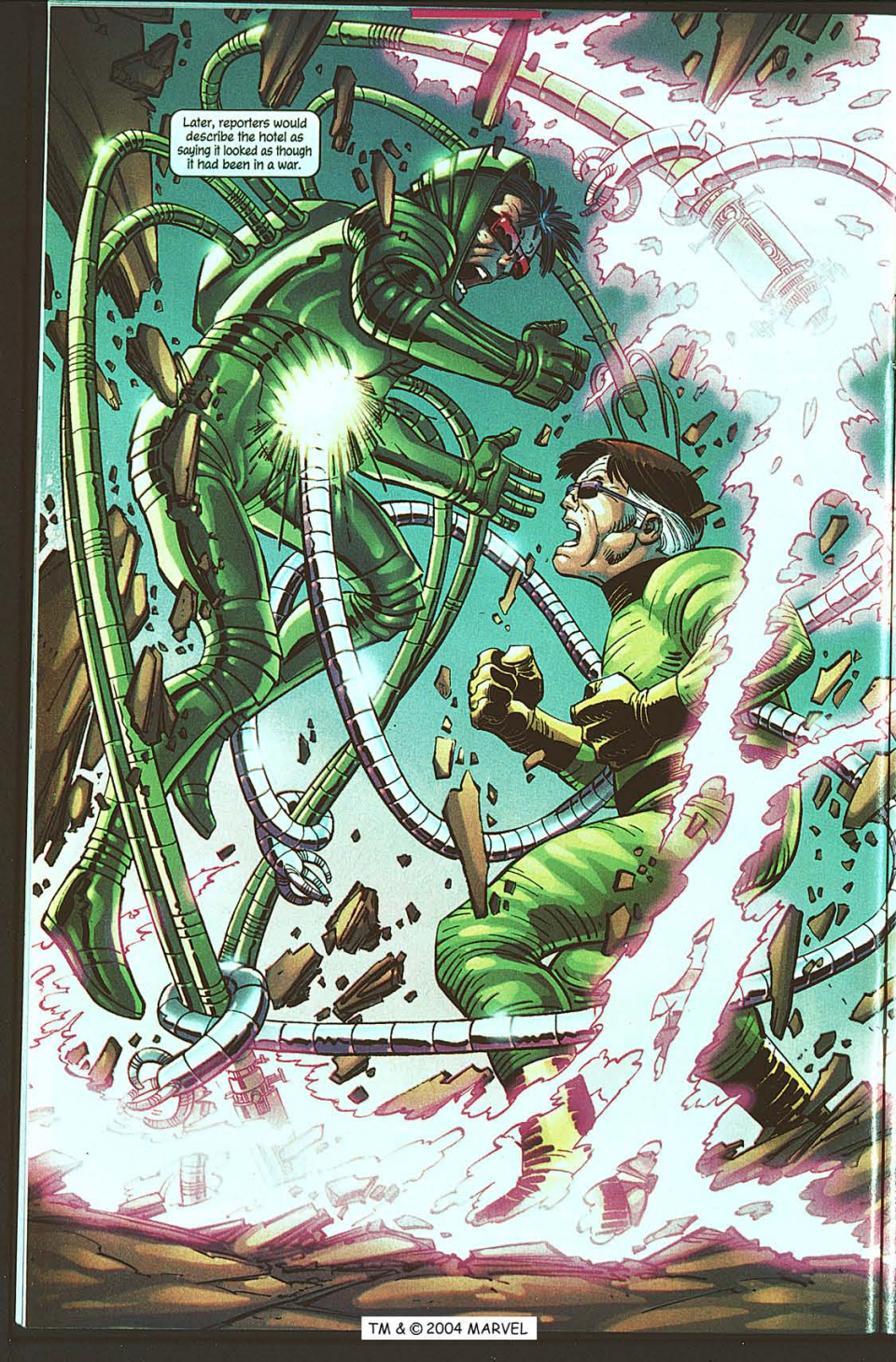
Well, it's --

I'll tell you what kind.

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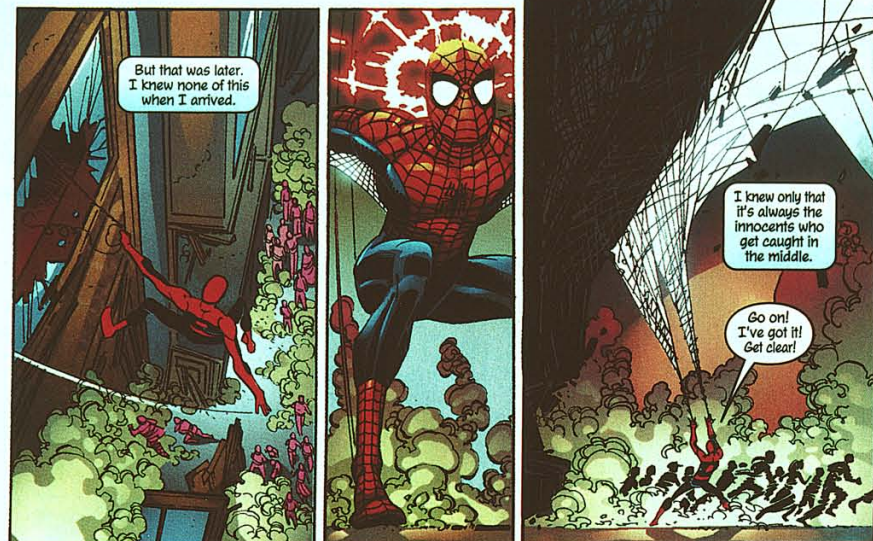
A dynamic comic book illustration of Spider-Man in his red and blue suit fighting Doctor Octopus in his green suit. Doctor Octopus is using his mechanical tentacles to restrain Spider-Man. The background is a scene of destruction with debris and smoke. A speech bubble from Spider-Man is in the top left.

Later, reporters would describe the hotel as saying it looked as though it had been in a war.

A continuation of the fight from the previous page. Doctor Octopus is shown from a different angle, using his tentacles to attack Spider-Man. The scene is filled with debris and smoke. A speech bubble from Doctor Octopus is in the top left, and another from Spider-Man is in the middle left.

Later, a guest with a video camera would sell his footage of the fight to CNN for more money than I ever made selling photos to the Bugle all put together, thereby reaffirming the theory that print is dead. Or at least damned cheap.

Later, the Embassy Crown Hotel would have to sue its insurance company in order to receive compensation, on the premise that what happened was by no possible interpretation of insurance law an act of God.



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ULTIMATE MARVEL



ULTIMATE SPIDER-MAN #25 -- Peter Parker vs. The Goblin...
 For The Fate Of Mary Jane! By Brian Michael Bendis & Mark Bagley!
 ULTIMATE X-MEN #21 -- What's Up With Wolverine? By Mark Millar & Adam Kubert!
 THE ULTIMATES #7 -- A New Story Arc Begins As The Black Widow Drops By! By Millar & Bryan Hitch!

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I decide what's going on matters less than stopping them before this whole place comes down around us.



What the --

Tie him up for a second --



--while I deal with Ock. I know his tricks enough to --



The last witnesses to flee the building describe a brutal fight between those involved --



--practically a war --

Could you turn that off, please?



Sure thing.



Thank you.



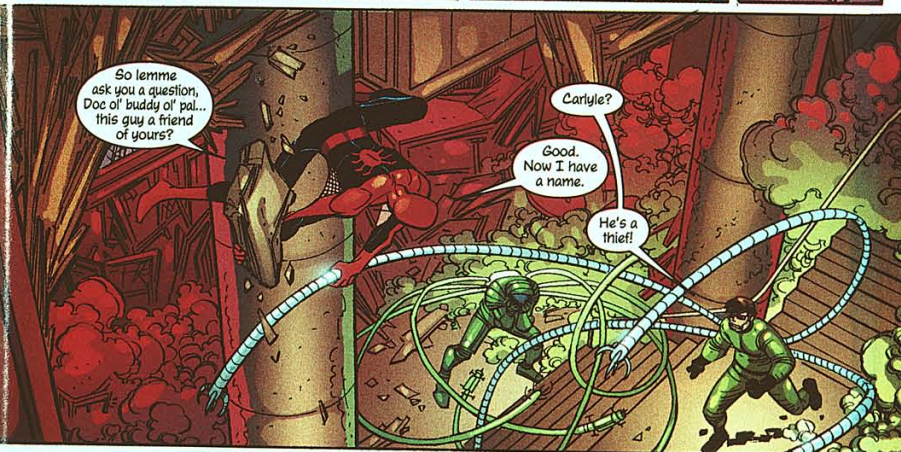
Wah!

He's learned some new ones.

I warned you. You wouldn't listen.



Move! Move! Move!



So lemme ask you a question, Doc ol' buddy ol' pal... this guy a friend of yours?

Carlisle?

Good. Now I have a name.

He's a thief!



Now pay the price.



"We're now getting reports that Spider-Man has been seen at the site of the hotel attack."



Okay, we've established that you like the same things and your mom dresses you the same but did you come to the prom together?



Look at him! He's stolen my technology! There is room for only *one* Otto Octavius!

Yeah, especially with that new rule that you have to buy a second seat on the airplane if you're too fat for the first one --



Finally!

Uh-oh...



He's fast... I barely get out of the way of one of his arms before I realize --



--he wasn't aiming at me.

Umh!



Company... this is getting too crowded for my tastes. I need a distraction to get away, and hostages for insurance --

I think I know where I can get the latter -- I seem to recall there's a studio around here...

No!

--and now for the former.



No! What're you doing? Those are load-bearing walls! You'll bring the whole place down around us!

Around you two, perhaps.



But not me!



Doc! You gotta help me keep it together until the civilians can get out!



Please!





Go, Hurry!

That's it... go on...



Okay... they're clear... now we can figure out a way to get out before --



WHISSSSSH

--what? -- what're you --



You are not a civilian. Goodbye.



No...



TO BE CONTINUED

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Will Joe Quesada Take A Pie To The Face?

Will Bill Jemas Fall Into A Dunk Tank?

Will Peter David Get The Last Laugh?

U-DECIDE!



U-DECIDE!

CAPTAIN MARVEL
Peter David • Chris Cross
Alternate Covers by
Joe Jusko & Alex Ross!



U-DECIDE!

MARVILLE
Bill Jemas • M.D. Bright
Alternate Foil Covers by
Greg Horn & UDON!

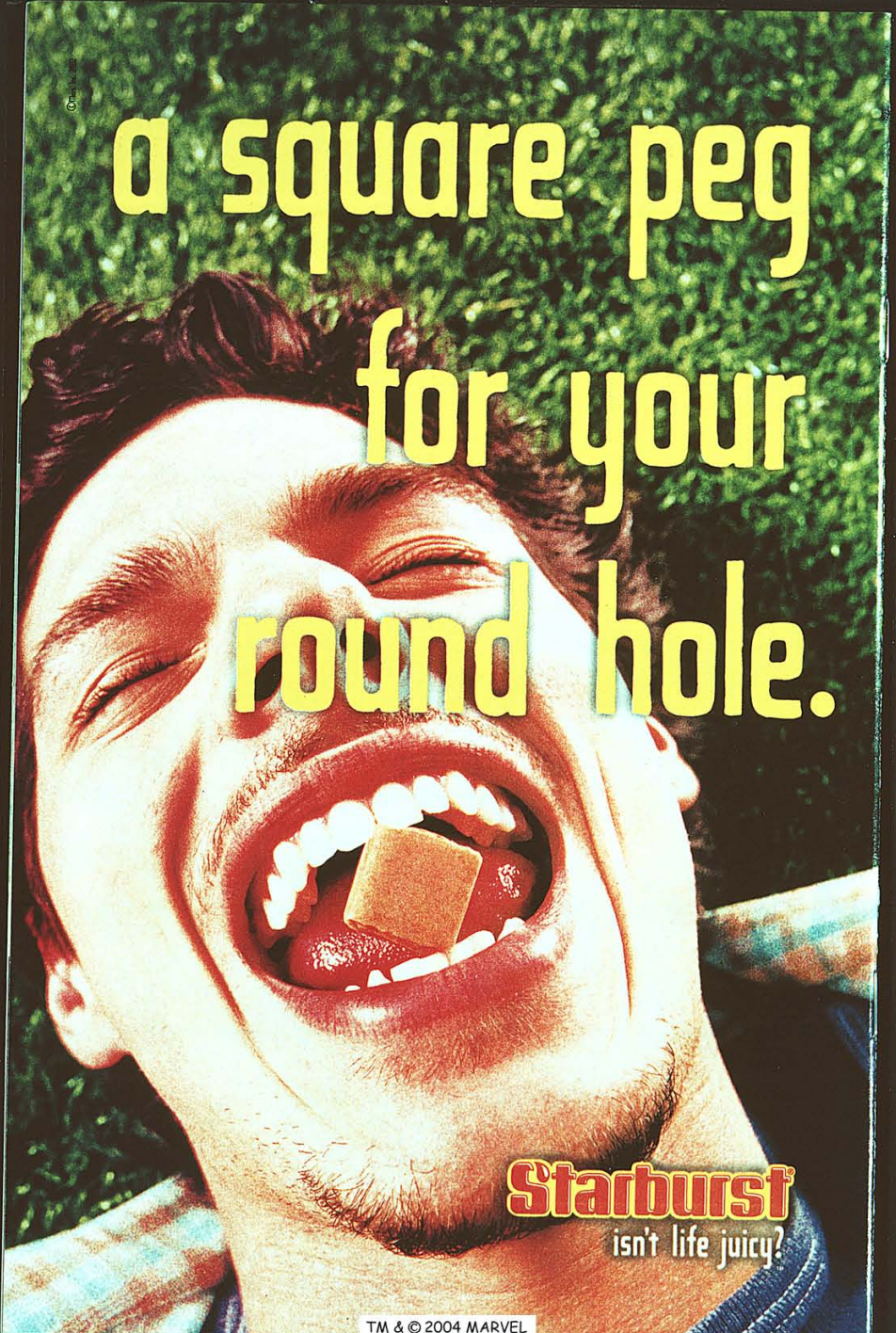
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U-DECIDE!

ULTIMATE ADVENTURES
Ron Zimmerman • Duncan Fegredo
No Alternate Covers...
Just A Great Story!

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A close-up photograph of a man with dark hair and a light beard, laughing heartily with his head tilted back. A single orange Starburst candy is stuck in his mouth between his teeth. The background is a blurred green field.

a square peg
for your
round hole.

Starburst
isn't life juicy?